

[Metro Letterhead]

June 24, 2005

-Contact Person-

-Company-

-Address-

Dear -Mr/Ms- -Contact Last Name-:

In accordance with Section 9 of your Service Agreement for district energy services, the Metropolitan Government of Nashville and Davidson County ("Metro") hereby gives you notice of its intention to execute an amendment to the Management Agreement that Metro has with Constellation Energy Source ("Contractor"), dated January 16, 2002, for the design, construction and management of the new DES. The amendment, entitled Change Order 6B, is attached hereto for your information.

This change order incorporates various EDS modifications, new customer services and new meter servicing into the Contractor's operations scope of work, including the hydraulic decoupling of three buildings to improve system performance. Because it changes the scope of operating responsibilities over the life of the Management Agreement, the change order includes accompanying adjustments to the Fixed Operating Cost to give the Contractor the additional resources it needs to service the modifications. Existing customers will not be responsible for the added cost of serving new customers or new meters, just the additional cost for the EDS modifications. As displayed in Exhibit 1 hereto, the customers' collective share of the responsibility for the cost of operating these modifications is less than eight thousand dollars (\$8,000.00) in FY06, and will reach about \$16,000 (escalated by inflation) in future years as the projects all come on line. These amounts will be allocated among all customers (including Metro buildings) by their pro rata share of steam and/or chilled water capacity.

Pursuant to Section 9.3 of your Service Agreement, Metro is asking for your consent to the amendment. If you consent to the amendment, or do not deliver to Metro a written notice of rejection of the proposed amendment, by 3:00 p.m. Nashville time on July 11, 2004 (the "Record Date"), Metro will then be able to determine if it can execute the change order.

Very truly yours,

David L. Manning  
Director of Finance

Enc.

cc: Gregory Jarosinski, John Schaffer, Constellation Energy Source, Inc.  
Harvey Gershman, GBB, Inc.  
Michael Bradley, Metro

**Exhibit 1**  
**Addition Fixed Operations Costs**  
**For**  
**Change Order 6B Projects**

Project No.	Project Name	Annual Amount in FY05 \$	Date of Operations	No. of FY06 months	FY06 Amount	% to Customers	\$ to Customers	FY07 Amount	\$ to Customers
I.1	Beverly Briley	\$14,535	1-Jan-06	6	\$7,486	85%	\$6,363	\$15,420	\$13,107
I.2	Sheraton Decoupling	\$965	1-Aug-04	12	\$994	85%	\$845	\$1,024	\$870
I.3	TN Tower Decoupling	\$965	1-Mar-06	4	\$331	85%	\$282	\$1,024	\$870
I.4	Metro Courthouse	\$965	1-Mar-06	4	\$331	85%	\$282	\$1,024	\$870
II.1	Symphony Hall	\$10,673	1-Jun-05	12	\$10,993	0%	\$0	\$11,323	\$0
II.2	New Library	\$4,404	1-Jul-05	12	\$4,536	0%	\$0	\$4,672	\$0
II.3	Viridian Tower	\$2,478	1-Mar-06	4	\$851	0%	\$0	\$2,629	\$0
III.	New Metering Program	\$20,880	1-Jul-06	12	\$21,506	0%	\$0	\$22,152	\$0
	Total	\$55,865			\$47,029		\$7,771	\$59,267	\$15,718

Note: Escalation at 3% per year